

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT																																							
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL																																							
<b>CONVEYING PARTY DATA</b>																																								
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Carol Cherry		02/28/2006	INDIVIDUAL:																																					
<b>RECEIVING PARTY DATA</b>																																								
Name:	Shop'N Chek, Inc.																																							
Street Address:	1877 Broadway																																							
Internal Address:	Suite 200																																							
City:	Boulder																																							
State/Country:	COLORADO																																							
Postal Code:	80302																																							
Entity Type:	CORPORATION: DELAWARE																																							
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**TRADEMARK**  
 REEL: 003625 FRAME: 0677

Serial Number:

78605897

SNC-IMAGE

**CORRESPONDENCE DATA**

Fax Number: (720)566-4099

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 720-566-4000

Email: trademarks@cooley.com

Correspondent Name: Cooley Godward Kronish LLP

Address Line 1: 380 Interlocken Crescent

Address Line 2: Suite 900

Address Line 4: Broomfield, COLORADO 80021-8023

ATTORNEY DOCKET NUMBER:

305968-20000

NAME OF SUBMITTER:

Andrew Hartman

Signature:

/Andrew Hartman/

Date:

09/20/2007

**Total Attachments: 6**

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ASSET PURCHASE AGREEMENT

among:

SHOP'N CHEK, INC.  
a Georgia corporation;

CAROL CHERRY,  
an individual;

MARKET FORCE INFORMATION, INC.,  
a Delaware corporation;

and

SHOP'N CHEK, INC.  
a Delaware corporation

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Dated as of February 28, 2006

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## ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT is entered into as of February 28, 2006 (the "Effective Date") by and among: SHOP'N CHEK, INC., a Georgia corporation (the "Seller"); CAROL CHERRY (the "Shareholder"); MARKET FORCE INFORMATION, INC., a Delaware corporation (the "Parent"); and SHOP'N CHEK, INC., a Delaware corporation (the "Purchaser"). Certain capitalized terms used in this Agreement are defined in EXHIBIT A.

### RECITALS

A. The Shareholder is the principal shareholder of the Seller and wishes to provide for the sale of substantially all of the assets of the Seller to the Purchaser on the terms set forth in this Agreement.

B. The Seller desires to sell substantially all of its assets to the Purchaser on the terms set forth in this Agreement.

C. The Purchaser wishes to purchase substantially all of the assets of the Seller on the terms set forth in this Agreement.

### AGREEMENT

The parties to this Agreement, intending to be legally bound, agree as follows:

#### 1. SALE OF ASSETS; RELATED TRANSACTIONS.

##### 1.1 Sale of Assets.

(a) The Seller hereby sells, assigns, transfers, conveys and delivers to the Purchaser good and valid title to the Assets (as defined below), free of any Encumbrances (other than the Assumed Liabilities, as defined herein), on the terms and subject to the conditions set forth in this Agreement. For purposes of this Agreement, "Assets" shall mean and include: (x) all of the properties, rights, interests and other tangible and intangible assets of the Seller (wherever located and whether or not required to be reflected on a balance sheet prepared in accordance with GAAP), and (y) any other assets that are owned by the Shareholder or any other Related Party and that are needed for the conduct of, or are useful in connection with, the business of the Seller as presently conducted (the "Business"). Without limiting the generality of the foregoing, the Assets shall include the assets listed on EXHIBIT B.

(b) Notwithstanding the foregoing, the assets of the Seller listed on EXHIBIT C shall be retained by the Seller (the "Excluded Assets").

The parties to this Agreement have caused this Agreement to be executed and delivered as of February 28, 2006

SHOP'N CHEK, INC.  
a Georgia corporation

By: Carol Cherry  
Carol Cherry, Chairman

Carol Cherry  
CAROL CHERRY

MARKET FORCE INFORMATION, INC.  
a Delaware corporation

By: Ken Stein

Title CEO

SHOP'N CHEK, INC.  
a Delaware corporation

By: Ken Stein

Title CEO

## EXHIBIT B

### ASSETS

(i) all accounts receivable, prepaid expenses, notes receivable and other receivables of the Seller (including all accounts receivable identified or required to be identified in Part 2.8 of the Disclosure Schedule and all accounts receivable of the Seller that have arisen since the Statement Date);

(ii) all inventories and work-in-progress of the Seller, and all rights to collect from customers (and to retain) all fees and other amounts payable, or that may become payable, to the Seller with respect to services performed by or on behalf of the Seller on or prior to the Effective Date;

(iii) all equipment, materials, prototypes, tools, supplies, vehicles, furniture, fixtures, improvements and other tangible assets of the Seller (including the tangible assets identified in Part 2.10 of the Disclosure Schedule);

(iv) all advertising and promotional materials possessed by the Seller;

(v) all Intellectual Property and Intellectual Property Rights and related goodwill of the Seller (including the right to use the name "Shop'n Chek" and variations thereof, and the Intellectual Property and Intellectual Property Rights identified in Part 2.12 of the Disclosure Schedule);

(vi) all rights of the Seller under the Seller Contracts (including the Seller Contracts identified in Part 2.13 of the Disclosure Schedule);

(vii) all Governmental Authorizations held by the Seller (including the Governmental Authorizations identified in Part 2.16 of the Disclosure Schedule);

(viii) all claims (including claims for past infringement or misappropriation of Intellectual Property or Intellectual Property Rights) and causes of action of the Seller against other Persons (regardless of whether or not such claims and causes of action have been asserted by the Seller), and all rights of indemnity, warranty rights, rights of contribution, rights to refunds, rights of reimbursement and other rights of recovery possessed by the Seller (regardless of whether such rights are currently exercisable);

(xi) all books, records, files and data of the Seller (other than the Seller's minute book and Seller's other corporate records and such other documents and data

included in the Excluded Assets); *provided*, that the Purchaser and Parent shall maintain all such books, records, files and data for a period of not less than 12 months after the Closing Date, in a manner reasonably intended to facilitate the calculation of Tangible Net Worth and First Year Revenues; and *provided further*, that the Purchaser and the Parent shall maintain any such books and records necessary or appropriate for documenting Tax filings or Tax Returns for a period of 7 years following the Effective Date, consistent with Seller's past practice, and shall allow the Seller and its representatives reasonable access to such materials upon reasonable notice and during normal business hours, in the event that review of such materials is reasonably necessary with respect to a filing a Tax Return or addressing a tax audit of the Seller.

SNC-WebXpress is currently being used by the Seller.  
SNC-View is not currently used by the Seller.

Part 2.12(c)

1. Certificate of Registration with the Patent and Trademark Office for the "Shop'n Chek" service mark, registered December 20, 1988. Registration Number 1517415.
2. Certificate of Registration with the United States Patent and Trademark office for the "SnC-View" service mark, registered August 27, 2002. Registration Number 2613264.
3. Certificate of Registration with the United States Patent and Trademark office for the "SnC-Query" service mark, registered September 24, 2002. Registration Number 2626031.
4. Certificate of Registration with the United States Patent and Trademark office for the "THE DIFFERENCE IS IN THE DETAILS" service mark, registered June 8, 2004. Registration Number 2851776.
5. Certificate of Registration with the United States Patent and Trademark office for the "SNC-WEB XPRESS" service mark, registered December 21, 2004. Registration Number 2913565.
6. Certificate of Registration with the United States Patent and Trademark office for the "SNC-COMPASS" service mark, registered April 5, 2005. Registration Number 2938590.
7. Certificate of Registration with the United States Patent and Trademark office for the "LET-US-KNOW" service mark, registered May 31, 2005. Registration Number 2957643.
8. Certificate of Registration with the United States Patent and Trademark office for the "SNC-MANAGE" service mark, registered July 1, 2003. Registration Number 2731401.
9. Certificate of Registration with the United States Patent and Trademark office for the "SNC-SHOP" service mark, registered March 15, 2005. Registration Number 2933733.
10. Certificate of Registration with the United States Patent and Trademark office for the "SNC-BROWSE" service mark, registered September 24, 2002. Registration Number 2626030.
11. Certificate of Registration with the United States Patent and Trademark office for the "SNOP'N CHEK" service mark, registered November 2, 1999. Registration Number 2289983.
12. Certificate of Registration with the United States Patent and Trademark office for the "XPRESS REPORTING" service mark, registered April 16, 1996. Registration Number 1968978.
13. Application for Registration with the United States Patent and Trademark office for the SNC Image Block Letters. Status is pending.
14. Registration of Trademark in Argentina for "SHOP'N CHEK, INC.", registered May 14, 1998. Registration Number 1.667.937.